

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : Case Nos.: 09-50026 (MG)
f/k/a General Motors Corp., *et al.* :
: (Jointly Administered)
Debtors. :
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**STIPULATION AND ORDER ADJOURNING REPLY AND HEARING DATE WITH
RESPECT TO MOTION OF GENERAL MOTORS LLC PURSUANT TO
11 U.S.C. §§ 105 AND 363 TO ENFORCE THE BANKRUPTCY
COURT’S JULY 5, 2009 SALE ORDER AND INJUNCTION, AND THE
BANKRUPTCY COURT’S RULINGS IN CONNECTION THEREWITH**

(PILGRIM PUTATIVE CLASS ACTION)

General Motors LLC (“**New GM**”) and the Pilgrim Plaintiffs¹ (collectively, the
“**Parties**”), by and through their undersigned counsel, enter into this Stipulation and Agreed
Order and state:

WHEREAS, on December 22, 2015, the Pilgrim Plaintiffs filed an Amended Complaint
in the California District Court asserting various claims against New GM that New GM believes
violate the Sale Order and Injunction entered in Old GM’s bankruptcy case;

WHEREAS, the Pilgrim Plaintiffs dispute that the claims asserted in the Amended
Complaint violate the Sale Order and Injunction;

WHEREAS, on January 19, 2016, New GM filed the Pilgrim Motion to Enforce seeking
to enforce the Sale Order and Injunction as against the Pilgrim Plaintiffs;

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the *Motion Of General Motors LLC Pursuant To 11 U.S.C. §§ 105 And 363 To Enforce The Bankruptcy Court’s July 5, 2009 Sale Order And Injunction, And The Bankruptcy Court’s Rulings In Connection Therewith (Pilgrim Putative Class Action)*, dated January 19, 2016 [Dkt. No. 13584] (“**Pilgrim Motion to Enforce**”).

WHEREAS, on February 4, 2016, the Pilgrim Plaintiffs filed a response (“**Response**”) [Dkt. No. 13599] to the Pilgrim Motion to Enforce, requesting, *inter alia*, that the relief sought in the Pilgrim Motion to Enforce be denied;

WHEREAS, New GM’s deadline to file a Reply to the Response is presently February 12, 2016 (“**Reply Date**”);

WHEREAS, the hearing date for the Pilgrim Motion to Enforce is presently scheduled for February 17, 2016 (“**Hearing Date**”);

WHEREAS, prior to the filing of the Amended Complaint and the Pilgrim Motion to Enforce, the Bankruptcy Court entered the April Decision and June Judgment, finding, among other things, that a certain group of plaintiffs could assert Independent Claims against New GM, and that other plaintiffs could not;

WHEREAS, the April Decision and June Judgment are currently on appeal in the Second Circuit Court of Appeals (“**Second Circuit Appeal**”), with oral argument scheduled for March 15, 2016;

WHEREAS, after the filing of the Response, counsel for New GM and counsel for the Pilgrim Plaintiffs met and conferred on the issues raised in the Pilgrim Motion to Enforce and the Response, as well as the issues raised in the Second Circuit Appeal; and

WHEREAS, the Parties hereto agree that the resolution of the Second Circuit Appeal may have a material effect on the issues raised in the Pilgrim Motion to Enforce and the Response, and, to conserve the Court’s and the Parties’ resources that the Reply Date and the Hearing Date should be adjourned pending a resolution of the Second Circuit Appeal.

NOW, THEREFORE, it is stipulated and agreed, by and among the Parties, subject to approval of the Court, that:

1. The Reply Date shall be extended to a date that will be at least 21 calendar days after the resolution of the Second Circuit Appeal, with the Parties to meet and confer after the resolution of the Second Circuit Appeal to determine how best to proceed with the Pilgrim Motion to Enforce in light of the rulings by the Second Circuit. The Hearing Date may be reset after the aforesaid “meet and confer” has occurred.

2. The adjournment of the Hearing Date set forth herein shall (i) not prejudice the Pilgrim Plaintiffs’ request to seek discovery against New GM as set forth in the Response after the resolution of the Second Circuit Appeal, and (ii) not prejudice New GM’s right to oppose any such request for discovery.

3. Consistent with the *Stipulated Order Staying Action Pending Ruling By Bankruptcy Court*, entered by the California District Court on January 25, 2016, the Parties shall file a joint report every 90 days advising the California District Court of the status of the Pilgrim Motion to Enforce, with the first joint report being due on May 2, 2016.

4. This Stipulation and Order may be executed in one or more counterparts, each of which is deemed an original, together constituting one and the same document. Facsimile signatures or signatures received via e-mail transmission are treated as a binding and original document, and the facsimile signature or e-mail signature of any Party is considered an original signature.

Dated: New York, New York
February 9, 2016

<p><u>/s/ Scott Davidson</u> Arthur Steinberg Scott Davidson KING & SPALDING LLP 1185 Avenue of the Americas New York, NY 10036 (212) 556-2100</p> <p>Gregory R. Oxford (admitted <i>pro hac vice</i>) ISAACS CLOUSE CROSE & OXFORD LLP 21515 Hawthorne Boulevard, Suite 950 Torrance, California 90503 (310) 316-1990</p> <p><i>Counsel to General Motors LLC</i></p>	<p><u>/s/ Jeremy Johnson</u> Jeremy Johnson David Barrack POLSINELLI P.C. 900 Third Avenue, 21st Floor New York, New York 10022 (212) 684-0199</p> <p>Andre E. Jardini (appearing <i>pro hac vice</i>) KNAPP, PETERSEN & CLARKE 550 North Brand Boulevard, Suite 1500 Glendale, California 91203 (818) 547-5000</p> <p><i>Counsel to the Pilgrim Plaintiffs</i></p>
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IT IS SO ORDERED.

Dated: February 10, 2016
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge